

Michael N. Milby, Clerk of Court

Defendant

www.pearsoned.com

CIVIL ACTION NO. G-01-585

The parties stipulate to the jurisdiction of the Court and waive a hearing and the entry of findings of fact and conclusions of law.

IT IS THEREFORE ORDERED:

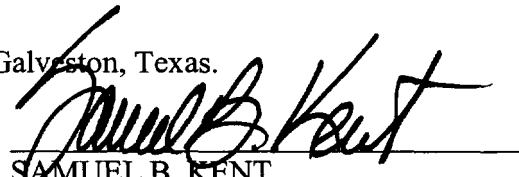
1. This Consent Decree is entered in full and complete settlement of the back pay claims of Jill Hall contained in EEOC Charge No. 330 A0 1569 and Civil Action No. G-01-585.
2. Defendant reaffirms its policy and continues to agree that it will not discriminate against any employee or applicant for employment in establishing and/or modifying his or her salary because of his or her sex in violation of the Equal Pay Act.
3. Defendant agrees that it will not discriminate or retaliate in any manner against any individual because he or she has made a charge, testified, assisted, or participated in any manner in the investigation by the Commission or court proceeding in connection with this case.
4. Defendant agrees to pay Jill K. Hall the agreed settlement amount on or before 5p.m. on March 26, 2002.
5. In any written or verbal reference or discussion with a third party about Jill Hall's employment and/or performance with Defendant, Defendant shall not reference Ms. Hall's charge of discrimination, this lawsuit or this Consent Decree unless requested by the third party about the existence of any lawsuit or charge. Defendant agrees to advise the Regional attorney of the Houston District Office of the Commission in writing within two weeks of its compliance with any such third party request wherein the existence of any lawsuit or charge is discussed.
6. Defendant agrees to provide Equal Employment Opportunity ("EEO") training to its managers and those supervisors with authority to hire, authority to set salary, or have a role in promoting employees, regarding sex discrimination and the Equal Pay Act. This training shall be provided on an annual basis for three years with the first year's training to be completed by October 31, 2002. On an annual basis for three years, the Defendant shall inform the

Commission in writing when each year's training has been completed. This notice shall be provided to the Regional attorney of the Houston District Office of the Commission.

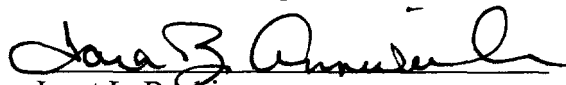
7. The parties shall bear their own costs and attorney's fees.

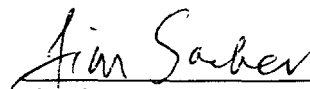
8. This Decree shall remain in effect for three years from the date of the entry of the Decree, during which time the Court shall retain jurisdiction to assure compliance with this Decree and to permit entry of such further orders or modifications as may be necessary or appropriate.

Signed on this 28th day of March, 2002 at Galveston, Texas.


SAMUEL B. KENT
UNITED STATES DISTRICT JUDGE

The legal representatives acknowledge their agreement to the form and content of this Consent Decree and each represents his or her authority to bind their respective parties.


Janet L. Rushing
Tara B. Annweiler
Greer, Herz & Adams, LLP
One Moody Plaza, 18th Floor
Galveston, Texas 77550
(409) 797-3200
Attorneys on behalf of Moody National Bank


Jim Sacher
Regional Attorney
on behalf of Equal Employment Opportunity Commission
1919 Smith Street, Ste. 700
Houston, Texas 77002
(713) 209-3398

Dated: March 27, 2002